

First Union Rail Corporation NC5811 One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018-4214 Tel 847 318-7575 Fax 847 318-7588

DECOMPRATION AND 23765-C FILED

December | 17, 2001

Mr. Vernon E. Williams Surface Transportation Board

1925 K Street, N.W., Room 704 Washington, DC 20423-0001

DEC 1 7 '01

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SURFACE TRANSPORTATION BOARD

RECEIVED
DEC 17 2001

MANAGEMENT
STB

VIA UPS 2ND DAY AIR

Re: Memorandum of Lease Agreement

Attn: Recordation of Railroad Equipment

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 1, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number <u>23765-C</u>.

The names and addresses of the parties to the enclosed document are:

Lessor:

First Union Rail Corporation

One O'Hare Center

6250 River Road, Suite 5000

Rosemont, IL 60018

Lessee:

Canadian National Railway Company

935 de La Gauchetiere St. West

Montreal, Quebec H3B 2M9

Canada

A description of the railroad equipment covered by the enclosed document is (100) Bi-level autoracks built by Thrall Car Manufacturing Co. installed on flatcars built by Johnstown America (89' standard level railcars), equipped with Holden Chock System, marked CNA 712600 to 712699, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Canadian National Railway Company, Lessee, covering (100) Bi-level autoracks built by Thrall Car Manufacturing Co. installed on flatcars built by Johnstown America (89' standard level railcars), equipped with Holden Chock System, marked CNA 712600 to 712699, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky

Manager - Documents Administration

Suson Grobulsky

Enclosures

(CN064)

ASSGN, NO. CN064

MEMORANDUM OF LEASE - RIDER NO. 11

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of July 1, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 1994 (the "Lease") and Rider No. 11 thereto dated as of July 1, 2000 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan Barrie

Title: Regional Vice President, Sales

Signature: Quantity Survey

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this day of November, 2001.

#190021-8

RECORDATION NO. 23765-C FILED

DEC 1 7 '01

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SURFACE TRANSPORTATION BOARD

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

Signature: Son On Lamer

#190021-8

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that John A.N. Lamont personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this <u>hand</u> day of November, 2001.

Page 2 of 3

RIDER NO. 11

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS:

One hundred (100).

DESCRIPTION OF CARS:

Bi-level autoracks built by Thrall Car Manufacturing Co. installed on flatcars built by Johnstown America (89' standard level railcars), equipped with Holden Chock

System.

CAR NUMBERS:

CNA 712600 to 712699, inclusive.